

CENTEX CORP  
Form 8-K  
January 28, 2003

**Table of Contents**

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 23, 2003

**Centex Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of other jurisdiction  
of incorporation)

**1-6776**  
(Commission File Number)

**75-0778259**  
(IRS Employer  
Identification No.)

**2728 N. Harwood Street, Dallas, Texas**  
(Address of principal executive offices)

**75201**  
(Zip code)

Registrant's telephone number including area code: **(214) 981-5000**

**Not Applicable**  
(Former name or former address if changed from last report)

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**TABLE OF CONTENTS**

Item 5. Other Events.

Item 7. Financial Statements and Exhibits.

**SIGNATURES**

**EXHIBIT INDEX**

EX-1.1 Underwriting Agreement

EX-4.2 Form of Indenture Supplement No. 12

EX-5.1 Opinion of Raymond G. Smerge, Esq.

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**Table of Contents**

**Item 5. Other Events.**

Reference is hereby made to the Registrant's Registration Statement on Form S-3 (File No. 333-83212), filed with the Securities and Exchange Commission (the Commission) on February 22, 2002 and declared effective by telephonic confirmation from the Staff of the Commission thereby on March 1, 2002 (the Registration Statement), pursuant to which the Registrant registered \$1,500,000,000 aggregate initial offering price of its securities, for offer and sale in accordance with applicable provisions of the Securities Act of 1933, as amended.

On January 23, 2003, the Registrant entered into an Underwriting Agreement (the Underwriting Agreement) with Salomon Smith Barney Inc., Banc of America Securities LLC, Credit Suisse First Boston LLC, J.P. Morgan Securities Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc. (collectively, the Underwriters), in connection with the public offering by the Underwriters of \$300,000,000 aggregate principal amount of the Registrant's 4.750% Senior Notes due 2008 (the Notes), covered by the Registration Statement. The Underwriting Agreement in the form in which it was executed is filed herewith as Exhibit 1.1.

The Registrant has previously entered into an Indenture, dated as of October 1, 1998 (the Indenture), with JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank), as trustee (the Trustee), with respect to the Registrant's senior debt securities. A copy of the Indenture in the form in which it was executed was filed as Exhibit 4.1 to the Registrant's Form 8-K (Date of Event: October 21, 1998) filed October 30, 1998, and is incorporated herein by reference.

Pursuant to the Indenture, the Registrant and the Trustee will enter into an Indenture Supplement No. 12 (the Indenture Supplement) which will provide for the issuance of the Notes. A copy of the Form of Indenture Supplement is filed herewith as Exhibit 4.2.

**Item 7. Financial Statements and Exhibits.**

Exhibit Number	Description
1.1	Underwriting Agreement, dated January 23, 2003, between Centex Corporation and Salomon Smith Barney Inc., Banc of America Securities LLC, Credit Suisse First Boston LLC, J.P. Morgan Securities Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc.
4.1	Indenture dated October 1, 1998 between Centex Corporation and JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) (filed as Exhibit 4.1 to the Registrant's Form 8-K dated October 21, 1998 and incorporated herein by reference).

**Table of Contents**

4.2	Form of Indenture Supplement No. 12 dated as of January 28, 2003 with respect to the Notes, to be entered into by Centex Corporation and JPMorgan Chase Bank.
5.1	Opinion of Raymond G. Smerge, Esq.

**Table of Contents**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CENTEX CORPORATION

By: /s/ Lawrence Angelilli

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Name: Lawrence Angelilli  
Title: Senior Vice President Finance

Date: January 28, 2003.

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 23, 2003, between Centex Corporation, Banc of America Securities LLC, Credit Suisse First Boston LLC, J.P. Morgan Securities Inc., Salomon Smith Barney Inc., Banc One Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc.
4.1	Indenture dated October 1, 1998 between Centex Corporation and JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) (filed as Exhibit 4.1 to the Registrant's Form 8-K dated October 21, 1998 and incorporated herein by reference).
4.2	Indenture Supplement No. 12 dated as of January 28, 2003 with respect to the Senior Debt Securities, between Centex Corporation and JPMorgan Chase Bank.
5.1	Opinion of Raymond G. Smerge, Esq.